

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

CARBONLITE HOLDINGS LLC, et al.,¹

Debtors.

BAHRAM NOUR-OMID, an individual, and
LEARNICON LLC, a Delaware limited liability
company,

Plaintiffs,

v.

CARBONLITE HOLDINGS LLC, a Delaware
limited liability company, LF INVESTMENT
HOLDINGS, LLC, a Delaware limited liability
company, LEON FARAHNIK, an individual, KIM
JEFFERY, an individual, FARAMARZ
YOUSSEFZADEH, an individual, ORION
ENERGY CREDIT OPPORTUNITIES FUND II,
L.P., a Delaware limited partnership, ORION
ENERGY CREDIT OPPORTUNITIES FUND II
PV, L.P., a Delaware limited partnership, ORION
ENERGY CREDIT OPPORTUNITIES FUND II
GPFA, L.P., a Delaware limited partnership,
FORCE TEN PARTNERS, LLC, a Delaware
limited liability company, BRIAN WEISS, an
individual, and DOES 1 through 50, inclusive,

Defendants.

Chapter 11

Case No. 21-10527 (JTD)

Jointly Administered

Adv. No. 21-50317 (JTD)

**Related Adv. D.I. Nos.: 1, 5, 6, 7, 10,
11, 12, 13, 22, 24, 30, 34 & 35**

**JOINDER OF FORCE TEN PARTNERS, LLC AND
BRIAN WEISS TO THE SUPPLEMENTAL MOTIONS
FILED BY CO-DEFENDANTS TO DISMISS THE FIRST AMENDED
COMPLAINT OR, ALTERNATIVELY, TO STAY THIS LITIGATION**

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: CarbonLite Holdings LLC (8957) (the "Debtor"); CarbonLite Industries LLC (3596); CarbonLite P Holdings, LLC (8957); CarbonLite P, LLC (5453); CarbonLite PI Holdings, LLC (8957); CarbonLite PinnPack, LLC (8957); CarbonLite Recycling Holdings LLC (8957); CarbonLite Recycling LLC (3727); CarbonLite Sub-Holdings, LLC (8957); PinnPack P, LLC (8322); and PinnPack Packaging, LLC (9948). The address of the Debtors' corporate headquarters is 10250 Constellation Blvd., Los Angeles, CA 90067.

Defendants Force Ten Partners, LLC (“Force Ten”) and Brian Weiss (the Chief Restructuring Officer (the “CRO”) and collectively with Force Ten, the “Force Ten Defendants”) hereby file this joinder to: (a) the Supplemental Motion of Debtor Carbonlite Holdings LLC to Dismiss Complaint, or alternatively, to stay this Litigation as to all Parties [Adv. D.I. 30] (the “Debtors’ Supplemental Motion to Dismiss”) and (b) the Supplemental Motion of Director Defendants Kim Jeffery and Faramarz Yousefzadeh to Dismiss Complaint or, Alternatively, to Stay This Litigation as to All Parties [Adv. D.I. 34, 35] (the “Director Defendants’ Supplemental Motion to Dismiss” and, collectively, with the Debtors’ Supplemental Motion to Dismiss, the “Supplemental Motions to Dismiss”). The Force 10 Defendants hereby incorporate the arguments contained in their original Joinder to the Motions to Dismiss the Complaint filed by the Other Defendants and/or Alternatively, to Stay this Litigation as to All Parties [Adv. D.I. 22] (the “Force 10 Defendants’ Original Joinder”).

There are no new allegations or claims against the Force Ten Defendants in Plaintiffs’ First Amended Complaint and, thus, it remains defective in all respects. Even if all of the allegations contained in the First Amended Complaint are assumed to be true, they have no basis in fact or law. The Plaintiffs have no contractual privity or any fiduciary relationship with the Force Ten Defendants upon which to base any cause of action. And Plaintiffs have failed to plead any causal relationship between the allegations that they advance against the Force Ten Defendants in this First Amended Complaint and the damages that they allege. Finally, the Debtors’ sales process is now complete and it is now clear that the Debtors’ Tranche A obligations will not be repaid in full and, in fact, the DIP loan will not even be repaid in full; accordingly, Plaintiffs can prove no damages.

For all of the foregoing reasons set forth in the Force 10 Defendants' Original Joinder and the Supplemental Motions to Dismiss filed by the other defendants, the First Amended Complaint should be dismissed on all counts as to all Defendants or, in the alternative, stayed as to all parties pending the outcome of the Debtors' ongoing sales process.

Dated: July 2, 2021

COZEN O'CONNOR

/s/ Thomas J. Francella, Jr.
Thomas J. Francella, Jr. (DE #3835)
1201 N. Market Street, Suite 1001
Wilmington, DE 19801
Telephone: (302) 295-2000
Facsimile: (302) 295-2013
Email: tfrancella@cozen.com

*Attorneys for Force Ten Partners, LLC and
Brian Weiss*